

Exhibit 10.4

Indenture Trustees' Prepetition Fees And Expenses

All Plan Exhibits are subject to all of the provisions of the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession (Docket No. 11386) (as subsequently modified or amended, the "Plan"), including, without limitation, Article 14.3, under which the Debtors have reserved the right to alter, amend, or modify the Plan or any Exhibits thereto under section 1127(a) of the Bankruptcy Code at any time prior to the Confirmation Date.

Indenture Trustees' Prepetition Fees And Expenses

Trustee	Compensation
Law Debenture	reasonable fees and expenses as approved by the Debtors
Wilmington Trust	reasonable fees and expenses as approved by the Debtors